

08-25-2003



Form PTO-1594

(Rev. 03/01)

RECORDED

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Name: Phoenix Footwear Group, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-Delaware
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: August 7, 2003

2. Name and address of receiving party(ies)

Name: Manufacturers and Traders Trust Company

Internal

Address: _____

Street Address: One M&T PlazaCity: Buffalo State: NY Zip: 14240

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other New York banking corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☐ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s): 747,340; 2,089,400; 2,357,854; 2,453,986; 2,671,664; 2,722,442Additional number(s) attached ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kristen M. Walsh, Esq.Internal Address: Nixon Peabody LLPStreet Address: Clinton Square, P.O. Box 31051City: Rochester State: NY Zip: 14603

6. Total number of applications and registrations involved: _____

6

7. Total fee (37 CFR 3.41)..... \$ 165

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number: 50-1804

(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing is true and correct and the original document is attached.*Kristen M. Walsh

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 4

**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

Phoenix Footwear Group, Inc., a Delaware corporation (the "Borrower"), entered into a General Security Agreement, dated as of August 7, 2003, for the benefit of Manufacturers and Traders Trust Company, a New York banking corporation (the "Secured Party"). By that Agreement, the Borrower granted to the Secured Party a continuing security interest in and to among other things, the trademarks, trademark registrations, and pending trademark applications identified in Schedule A hereto.


Dated: August __, 2003

PHOENIX FOOTWEAR GROUP, INC.

By: _____
Name:
Title:

Dated: August 7, 2003

MANUFACTURERS AND TRADERS
TRUST COMPANY

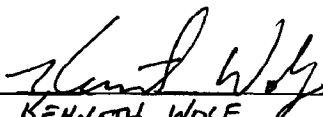
By: 
Name: Kevin R. Wilmot
Title: Assistant Vice President

**NOTICE OF GRANT OF SECURITY INTEREST
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Dated: August 7, 2003

PHOENIX FOOTWEAR GROUP, INC.

By: 
Name: KENNETH WOLF
Title: CFO

Dated: August , 2003

MANUFACTURERS AND TRADERS
TRUST COMPANY

By: _____
Name: Kevin R. Wilmot
Title: Assistant Vice President

SCHEDULE A

I. U.S. Registrations

Mark	Registration No.	Registration Date
AMERICOMFORT	2,453,986	5/22/01
LITTLE TROTTERS (Stylized)	747,340	3/26/63
SOFT-WALK	2,357,854	6/13/00
T & Design	2,722,442	6/3/03
TROTTERS (Stylized)	2,671,664	1/7/03
TROTTERS	2,089,400	8/19/97

II. Canadian Registrations

Mark	Registration No.	Registration Date
OLDMAINE TROTTERS THE NEW BREED & Horse Design	TMA377486	12/21/90
TROTTERS	TMA489463	2/6/98
TROTTERS & Design	TMA470465	2/4/97